



**NORTH AMERICAN CAR CORPORATION**

33 West Monroe  
Chicago, IL U.S.A. 60603  
Telephone 312.853.5000  
Telex #255222

Edward H. Soderstrom II  
General Counsel  
Remarketing Service Division and  
Investor Management Programs  
Law Department  
312.853.5324

RECEIVED

MAR 19 2 13 PM '81

I. C. C.  
FEE OPERATION BR.

March 18, 1981

RECORDATION NO. 12031-K  
FEB 14 1981

MAR 19 1981 - 2 20 PM

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

Re: Filing of Amendment No. 5 ("Amendment") dated  
March 18, 1981, to Bailment Agreement and  
Assignment of Leases ("Bailment Agreement") dated  
as of June 10, 1980, between North American Car  
Corporation ("NAC") and Manufacturers National  
Bank of Detroit, as Owner-Trustee

No.

Date MAR 19 1981

Fee \$ 10.00

ICC Washington, D. C.

Dear Secretary:

Enclosed for recording under 49 U.S.C. §11303 are six  
executed counterparts of the Amendment. The Amendment  
amends Article 4 of the Bailment Agreement to delete the  
equipment described in the Amendment from the provisions  
only of that Article which grants NAC a purchase money  
security interest in various equipment. That equipment is  
not released from the other terms and conditions of the  
Bailment Agreement. The Bailment Agreement was recorded  
with the Interstate Commerce Commission on July 23, 1980,  
as Document No. 12031.

NAC's address is 33 West Monroe, Chicago, Illinois  
60603. The address of Manufacturers National Bank of Detroit,  
as Owner-Trustee under The American Road Owner Trust No. 2  
is 100 Renaissance Center, Detroit, MI 48243, Attention:  
Corporate Agencies Administration.

Also enclosed is a check payable to the Interstate  
Commerce Commission in the amount of \$10 as the recording  
fee for the Amendment.

Pursuant to the Commission's rules and regulations for  
the recording of certain documents under 49 U.S.C. §11303  
you are hereby requested to duly file two of the enclosed  
counterparts for record in your office and to return the  
remaining four counterparts, together with the Secretary's  
Certificate of Recording, to the messenger making this  
delivery.

If you have any questions, please contact me.

Very truly yours,

By

Edward H. Soderstrom II  
Assistant Secretary

**Interstate Commerce Commission**  
Washington, D.C. 20423

3/19/81

OFFICE OF THE SECRETARY

Edward H. Soderstorm 11  
General Counsel  
North American Car Corp.  
33 West Monroe  
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/19/81 at 2:20pm, and assigned re-recording number(s). 12031-K

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

AMENDMENT NO. 5  
TO BAILMENT AGREEMENT AND ASSIGNMENT OF LEASES

THIS AMENDMENT SHALL NOT BE DEEMED TO BE A PARTIAL  
RELEASE OF THE EQUIPMENT ENUMERATED HEREIN FROM THE TERMS  
AND CONDITIONS OF THE BAILMENT AGREEMENT.

Pursuant to Article 4 of the Bailment Agreement  
and Assignment of Leases dated as of June 10, 1980, as  
recorded with the Interstate Commerce Commission at 1:25 PM,  
July 23, 1980, as Recordation No. 12031 ("Bailment Agreement"),  
the Manufacturers National Bank of Detroit, as Owner Trustee,  
granted to North American Car Corporation ("NAC") a purchase  
money security interest in the railroad equipment from time  
to time subject thereto, and any Lease in respect thereof  
(as defined in the Bailment Agreement).

NAC, as seller of the following described equipment  
("Equipment"):

- 2 - 4,000 cu. ft. pressure differential unloading  
covered hopper cars (SN 390264-390265)
- 5 - 3,000 cu. ft. pressure differential unloading  
covered hopper cars (SN 94294, 94308, 94310,  
94317, 94319)
- 78- 4750 cu. ft. covered hopper cars (SN 63107-63184)  
(CNW 190100-190177)

hereby releases its purchase money security interest therein,  
and in and to any Lease in respect of any of the Equipment.

NOTE

This amendment shall not be deemed in any way  
whatsoever to release any purchase money security interest  
hereinafter claimed by NAC in any other equipment subject to  
the Bailment Agreement, or any Lease in respect thereof, or  
to otherwise release the above described Equipment from the  
terms and conditions of the Bailment Agreement, as supple-  
mented from time to time, other than the grant of the purchase  
money security interest pursuant to Article 4.


DATED: March/8, 1981

(SEAL)

NORTH AMERICAN CAR CORPORATION

ATTEST:


  
Assistant Secretary

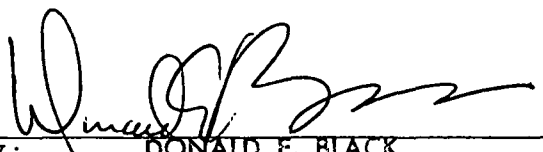
  
Harold Wong  
Director of Investor Management  
Programs

(SEAL)

MANUFACTURERS NATIONAL BANK OF  
DETROIT, not individually but  
solely as Owner Trustee

ATTEST:

  
JOSEPH F. SAMELLI  
VICE PRESIDENT & TRUST OFFICER

  
By: DONALD E. BLACK  
Its: VICE PRESIDENT & SENIOR TRUST OFFICER

STATE OF ILLINOIS     )  
                              ) ss  
COUNTY OF COOK        )

On this 11th day of March, 1980<sup>1</sup>, before me personally came Harold Wong to me personally know, who, being by me duly sworn, is and does dispose and say that he is the Director of Investor Management Programs of North American Car Corporation, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Lisa Brewitt  
Notary Public

(SEAL)

My Commission Expires My Commission Expires March 26, 1983.

STATE OF MICHIGAN     )  
                              ) ss  
COUNTY OF WAYNE        )

On this 12th day of March, 1980<sup>1</sup>, before me personally appeared DONALD E. BLACK to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT & SENIOR TRUST OFFICER of Manufacturers National Bank of Detroit, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Richard J. Puhk  
Notary Public

(SEAL)

My Commission Expires \_\_\_\_\_ .     RICHARD J. PUHEK  
Notary Public Oakland County, Mich.  
Acting In Wayne County, Mich.  
My Commission Expires Aug. 5, 1984